Amendments to the Claims:

This listing of clams will replace all prior versions, and listings, of claims in the application:

Listing of Claims

Claim 1. (Previously Presented) A compound of the formula I:

wherein:

 R^1 is R^4 -S(O)_pN(R^5)-,

wherein R⁴ is independently selected from the group consisting of:

- -C₁₋₈alkyl, which is unsubstituted or substituted with 1-6 fluoro, (a)
- -NR5R6, (b)
- (c) phenyl, and
- (d) benzyl,

wherein R⁵ and R⁶ are independently selected from the group consisting of:

- hydrogen, (a)
- -C₁₋₆alkyl, which is unsubstituted or substituted with 1-6 fluoro, (b)
- (c) phenyl, and
- (d) benzyl,

and wherein p is independently 0, 1, or 2;

R² is selected from the group consisting of:

- (1) hydrogen,
- -C1-6alkyl, -C2-6alkenyl, -C2-6alkynyl, or -C3-8cycloalkyl which is unsubstituted or (2) substituted with 1-7 substituents where the substituents are independently selected from:
 - (a) halo,
 - (b) hydroxy,
 - (c) -O-C1-6alkyl,
 - (d) -C₃-6cycloalkyl,
 - -S(O)p-C₁₋₆alkyl, (e)
 - (f) -CN,
 - -CO₂H, (g)
 - -CO₂-C₁-6alkyl, (h)
 - -CO-NR⁵R⁶, (i)
 - phenyl, which is unsubstituted or substituted with 1-5 substituents where the (j) substituents are independently selected from:
 - (i) -C₁-6alkyl,
 - (ii) -CN,
 - halo, (iii)
 - -CF₃, (iv)
 - -O-R⁵, and (v)
 - $-CO_2R^5$, (vi)
- phenyl which is unsubstituted or substituted with 1-5 substituents where the substituents are (3) independently selected from:
 - (a) -C₁-6alkyl,
 - -CN, (b)
 - (c) halo,
 - (d) -CF₃,
 - -O-R⁵, and (e)
 - $-CO_2R^5$; (f)

R³ is selected from the group consisting of:

(1) hydrogen,

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(2) -C₁₋₆alkyl, -C₂₋₆alkenyl, -C₂₋₆alkynyl, or -C₃₋₈cycloalkyl which is unsubstituted or substituted with 1-7 substituents where the substituents are independently selected from:

- (a) halo,
- (b) hydroxy,
- (c) -O-C₁₋₆alkyl,
- (d) -C3-6cycloalkyl,
- (e) phenyl or pyridyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:
 - (i) -C₁₋₆alkyl,
 - (ii) -CN,
 - (iii) halo,
 - (iv) -CF₃,
 - (v) -O-R⁵, and
 - (vi) $-CO_2R^5$,
- (f) $-S(O)_pN(R^5)-C_{1-6}$ alkyl, and
- (g) $-S(O)_pN(R^5)$ phenyl,
- (3) phenyl which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:
 - (a) -C₁-6alkyl,
 - (b) -CN,
 - (c) halo,
 - (d) $-CF_3$,
 - (e) -O-R⁵, and
 - (f) $-CO_2R^5$;

X is selected from the group consisting of:

- (1) -CH₂-, and
- (2) -O-;

and pharmaceutically acceptable salts thereof.

Claim 2 (Original) The compound of Claim 1 of the formula II:

II.

Claim 3 (Original) The compound of Claim 2 wherein:

R1 is selected from:

- CH3-S(O)2N(CH3)-; (1)
- CH3CH2-S(O)2N(CH3)-; (2)
- (CH₃)₂CH-S(O)₂N(CH₃)-; (3)
- phenyl-S(O)2N(CH3)-; and (4)
- (CH₃)₂N-S(O)₂N(CH₃)-; (5)

R² is -C₁-6alkyl, unsubstituted or substituted with cyclopropyl or halo;

R³ is -C₁-6alkyl or -C₃-8cycloalkyl; and

X is -CH2- or -O-;

and pharmaceutically acceptable salts thereof.

Claim 4 (Original) The compound of Claim 1 of the formula III:

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III.

Claim 5 (Original) The compound of Claim 1 wherein:

R¹ is selected from:

- (1) $CH_3-S(O)_2N(CH_3)-;$
- (2) $CH_3CH_2-S(O)_2N(CH_3)-;$
- (3) $(CH_3)_2CH-S(O)_2N(CH_3)_{-}$;
- (4) phenyl-S(O)₂N(CH₃)-; and
- (5) $(CH_3)_2N-S(O)_2N(CH_3)-;$

 R^2 is -C₁₋₆alkyl, unsubstituted or substituted with cyclopropyl or halo;

R³ is -C₁₋₆alkyl or -C₃₋₈cycloalkyl; and

X is -CH₂- or -O-;

and pharmaceutically acceptable salts thereof.

Claim 6 (Original) The compound of Claim 1 wherein:

 R^1 is R^4 -S(O)2N(R^5)-,

wherein R⁴ is independently selected from the group consisting of:

- (a) -C₁₋₆alkyl, which is unsubstituted or substituted with 1-6 fluoro,
- (b) phenyl, and
- (c) benzyl,

and wherein R⁵ is independently selected from the group consisting of:

- (a) hydrogen,
- (b) -C₁₋₆alkyl, which is unsubstituted or substituted with 1-6 fluoro,
- (c) phenyl, and

(d) benzyl.

Claim 7 (Original) The compound of Claim 6 wherein R¹ is selected from:

- CH3-S(O)2N(CH3)-; (1)
- CH3CH2-S(O)2N(CH3)-; (2)
- (CH₃)₂CH-S(O)₂N(CH₃)-; and (3)
- (4) phenyl-S(O)2N(CH3)-;
- $(CH_3)_2N-S(O)_2N(CH_3)-.$ (5)

Claim 8 (Original) The compound of Claim 7 wherein R¹ is CH₃-S(O)₂N(CH₃)-.

Claim 9 (Original) The compound of Claim 1 wherein R2 is -C1-6alkyl, unsubstituted or substituted with cyclopropyl or halo.

Claim 10 (Original) The compound of Claim 9 wherein R² is selected from:

- CH3-; (1)
- CH₃CH₂-; (2)
- (3) (CH₃)₂CH-;
- CH₃CH₂CH₂-; (4)
- (5) (CH₃)₂CHCH₂-;
- CH3CH2CH2CH2-; (6)
- CH3CH2CH2CH2CH2-; **(7)**
- (8) cyclopropyl-CH2-;
- (9) CF₃CH₂-; and
- (10)CH₂FCH₂-.

Claim 11 (Original) The compound of Claim 1 wherein R³ is -C₁₋₆alkyl or -C₃₋₈cycloalkyl.

Claim 12 (Original) The compound of Claim 11 wherein R³ is selected from:

- (1) CH3-;
- (2) CH₃CH₂-;
- (CH₃)₂CH-; (3)
- CH₃CH₂CH₂-; (4)

(5) (CH₃)₂CHCH₂-;

- (6) CH₃CH₂CH₂CH₂-;
- (7) CH3CH2CH2CH2CH2-; and
- (8) bicyclo[2.2.1]heptyl-.

Claim 13 (Original) The compound of Claim 12 wherein R³ is (CH₃)₂CHCH₂-.

Claim 14 (Previously Presented) A compound of Claim 1 which is selected from the group consisting of:

Ex	Structure	Ex	Structure
2		3	
4		5	

Ex	Structure	Ex	Structure
6	O Z HZ HZ		
8		9	O HZ
10		11	

Ex	Structure	Ex	Structure
12	O S P T T T T T T T T T T T T T T T T T T	13	
14		15	
16		17	O S O N N N N N N N N N N N N N N N N N

Ex	Structure	Ex	Structure
18	ON SON THE STATE OF THE STATE O	19	
20		21	
22		23	

Ex	Structure	Ex	Structure
24		25	O N N N N N N N N N N N N N N N N N N N
26	O N N N N N N N N N N N N N N N N N N N		
28	O O O HN H N O	29	

Ex	Structure	Ex	Structure
30		31	
32		33	
34		35	

Ex	Structure	Ex	Structure
36		37	

and pharmaceutically acceptable salts thereof.

Claim 15 (Original) A pharmaceutical composition comprising an effective amount of a compound of Claim 1 and a pharmaceutically acceptable carrier.

Claim 16 (Canceled)

Claim 17 (Canceled)

Claim 18 (New) A compound of Claim 1 which is

or a pharmaceutically acceptable salt thereof.